

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In Re:

Bells Food Center of Albion NY, Inc.
dba Bells Food Center
dba Save-A-Lot
dba Bell's Food Center of Albion, N.Y., Inc.
dba Pawlaks Save A Lot

Chapter 7

1-17-10953-MJK

Tax ID / EIN: 16-0928875

Debtor

ORDER APPROVING THE SALE OF CERTAIN ASSETS OF THE
DEBTOR'S ESTATE FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS, AND
ENCUMBRANCES PURSUANT TO 11 U.S.C. §§105 AND 363 AND RELATED RELIEF

Upon the Motion of Morris L. Horwitz, Chapter 7 Trustee (the "Trustee") for the estate (the "Estate") of the above captioned debtor (the "Debtor"), by his counsel, requesting the entry of an order, pursuant to sections 105 and 363 of Title 11 of the United States Code (the "Bankruptcy Code") and Federal Rule of Bankruptcy Procedure 6004, approving the sale of certain assets of the Debtor's Estate to Optium Capital ("Optium Capital") and related terms ("Motion"); and the Court having jurisdiction to consider the Motion and requested relief in accordance with 28 U.S.C. §§157 and 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Motion having been provided; and it appearing that no other notice need be provided; and the Court having read and considered the Motion; and the Court having determined that the legal and factual bases set forth in the Motion and at any hearing thereon establish just and sufficient cause for the relief granted herein; it is hereby

ORDERED: The relief sought in the Motion is GRANTED in favor of Optium Capital for the sum of \$3,500.00; and it is further

ORDERED: The Purchase Agreement and all of its terms and conditions are approved in their entirety; and it is further

ORDERED: Pursuant to 11 U.S.C. § 363(b), the Trustee is authorized to sell the Remnant Assets to Optium Capital for the consideration of \$3,500.00 in the Motion; and it is further

ORDERED: Pursuant to 11 U.S.C. § 363(f), the sale of the Remnant Assets to Optium Capital ("Sale") shall be free and clear of any and all liens, claims, and encumbrances, with such liens, claims, and encumbrances to attach to the proceeds of the Sale with the same force, effect, and priority as such liens, claims, and encumbrances have on the Estate's right to the Remnant Assets, as appropriate, subject to the rights and defenses of the Trustee and any party in interest with respect thereto; and it is further

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ORDERED: The Trustee and its professionals are authorized to take such action as is necessary to effectuate the terms of the Purchase Agreement, together with all additional instruments and documents that may be reasonably necessary to implement the Purchase Agreement; and it is further

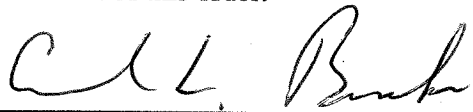
ORDERED: Optium Capital is granted the protections provided to a good faith purchaser under 11 U.S.C. §363(m); and it is further

ORDERED: The transfer of the Remnant Assets to Optium Capital pursuant to the Purchase Agreement constitutes a legal, valid, and effective transfer of the Remnant Assets; and shall vest Optium Capital with all right, title, and interest in and to the Remnant Assets; and it is further

ORDERED: The fourteen-day stay under Bankruptcy Rule 6004(h) is waived; and it is further

ORDERED: This Court reserves jurisdiction over the provisions of this order and to hear and determine all matters arising from the implementation of this order.

Dated: Buffalo, New York



CARL L. BUCKI
CHIEF UNITED STATES BANKRUPTCY JUDGE

FEB 11 2020

